

Minutes of the meeting of the Board of Directors of the Cook County Health and Hospitals System (CCHHS) held Friday, June 27, 2014 at the hour of 8:00 A.M. at 1900 West Polk Street, in the Second Floor Conference Room, Chicago, Illinois.

I. Attendance/Call to Order

Chairman Carvalho called the meeting to order.

Present: Chairman David Carvalho, Vice Chairman Jorge Ramirez and Directors Hon. Jerry Butler; Lewis M. Collens; Ada Mary Gugenheim; M. Hill Hammock; Wayne M. Lerner, DPH, FACHE; Luis Muñoz, MD, MPH; Carmen Velasquez; and Dorene P. Wiese, EdD (10)

Present

Telephonically: Director Reverend Calvin S. Morris, PhD (1)

Absent: None (0)

Chairman Carvalho stated that Director Morris was unable to be physically present, but was able to participate in the meeting telephonically.

Director Butler, seconded by Director Lerner, moved to allow Director Morris to participate as a voting member for this meeting telephonically. THE MOTION CARRIED UNANIMOUSLY.

Director Morris confirmed his presence telephonically.

Additional attendees and/or presenters were:

Cathy Bodnar – System Chief Compliance and Privacy Officer

Randolph Johnston – System Associate General Counsel

Elizabeth Reidy – System General Counsel

Deborah Santana – Secretary to the Board

John Jay Shannon, MD – Chief Executive Officer

Robert Weinstein, MD – Chairman, Department of Medicine

II. Public Speakers

Chairman Carvalho asked the Secretary to call upon the registered public speakers.

The Secretary called upon the following registered public speakers:

1. George Blakemore Concerned Citizen
2. Charles Williams, DDS Concerned Citizen

III. Board and Committee Reports

A. Minutes of the Board of Directors Meeting, May 30, 2014

Director Lerner, seconded by Director Gugenheim, moved the approval of the Minutes of the Board of Directors Meeting of May 30, 2014. THE MOTION CARRIED UNANIMOUSLY.

III. Board and Committee Reports (continued)

B. **Minutes of the Human Resources Committee Meeting, June 20, 2014

- Proposed Collective Bargaining Agreement for the period of 12/01/12 through 11/30/16, including the Prevailing Wage Rates, with the Coalition of Unionized Public Employees (C.O.U.P.E.) Trades

Director Wiese, seconded by Director Velasquez, moved the approval of the Minutes of the Human Resources Committee Meeting of June 20, 2014. THE MOTION CARRIED UNANIMOUSLY.

C. Minutes of the Finance Committee Meeting, June 20, 2014

- Contracts and Procurement Items (detail was provided as attachment to Board Agenda)
 - Included the request for authorization to execute a County Managed Care Community Network (MCCN) Contract

It was noted that one of the contractual requests (request number 7) was conditionally recommended for approval by the Finance Committee, pending the completion of review by Contract Compliance. Contract Compliance has completed its review; the vendor was found to be responsive.

Chairman Carvalho requested that a correction be made to the Minutes; on page 7, the last sentence of the first paragraph should read, "if an entity is a provider, it does not control its own destiny."

Director Butler, seconded by Director Gugenheim, moved the approval of the Minutes of the Finance Committee Meeting of June 20, 2014. THE MOTION CARRIED.

Chairman Carvalho abstained and voted PRESENT on request number 11, under the Contracts and Procurement Items contained within the Minutes.

D. **Minutes of the Audit and Compliance Committee Meeting, June 23, 2014

- CCHHS Financial Statements, Management Letter and Required Communications – Report relating to the CCHHS Financial Statements, for the year ended November 30, 2013
- Cook County Single Audit Report on Federal Awards, for the fiscal year ended November 30, 2013

Following discussion, it was determined that action pertaining to the documents relating to the CCHHS Audited Financial Statements, which were recommended by the Audit and Compliance Committee on June 23, 2014 to be received and filed, would be deferred at this time. Those documents will be placed on the Agenda of the July 25, 2014 Board of Directors Meeting for review and discussion in a closed meeting.

Director Muñoz, seconded by Director Velasquez, moved the approval of the Minutes of the Audit and Compliance Committee Meeting of June 23, 2014, with the exception of the documents relating to the CCHHS Audited Financial Statements, which will be deferred to the July 25, 2014 Board of Directors Meeting. THE MOTION CARRIED UNANIMOUSLY.

III. Board and Committee Reports (continued)

E. Minutes of the Quality and Patient Safety Committee Meeting, June 24, 2014

- Medical Staff Appointments/Reappointments/Changes

Director Collens, seconded by Director Lerner, moved the approval of the Minutes of the Quality and Patient Safety Committee Meeting of June 24, 2014. THE MOTION CARRIED UNANIMOUSLY.

IV. Action Items

A. Contracts and Procurement Items

There were no contracts and procurement items presented directly for the Board's consideration.

B. Any items listed under Sections III, IV and VII

C. Appointment of the Chief Executive Officer of the Cook County Health and Hospitals System (CCHHS), and request for authorization for the CCHHS Board Chair to execute an Executive Employment Agreement between Cook County, through CCHHS, and the appointed individual for the position of Chief Executive Officer of CCHHS

This item was taken out of order.

Director Hammock, seconded by Director Velasquez, moved to recess the open meeting and convene into a closed meeting, pursuant to the following exceptions to the Illinois Open Meetings Act: 5 ILCS 120/2(c)(1), regarding "the appointment, employment, compensation, discipline, performance, or dismissal of specific employees of the public body or legal counsel for the public body, including hearing testimony on a complaint lodged against an employee of the public body or against legal counsel for the public body to determine its validity," and 5 ILCS 120/2(c)(17), regarding "the recruitment, credentialing, discipline or formal peer review of physicians or other health care professionals for a hospital, or other institution providing medical care, that is operated by the public body."

On the motion to recess the open meeting and convene into a closed meeting, a roll call was taken, the votes of yeas and nays being as follows:

Yeas: Chairman Carvalho, Vice Chairman Ramirez and Directors Butler, Collens, Gugenheim, Hammock, Lerner, Morris, Muñoz, Velasquez and Wiese (11)

Nays: None (0)

Absent: None (0)

THE MOTION CARRIED UNANIMOUSLY.

Chairman Carvalho declared that the closed meeting was adjourned. The Board reconvened into the open meeting.

IV. Action Items

C. Appointment of the Chief Executive Officer (continued)

Chairman Carvalho, seconded by all Directors present, made the following motion: pursuant to the authority granted to this Board of Directors in Section 38-80 of the Cook County Ordinance Establishing the Cook County Health and Hospitals System (CCHHS), move to approve the appointment of Dr. John Jay Shannon as Chief Executive Officer of the Cook County Health and Hospitals System, effective June 29, 2014, and to approve the request for authorization for the CCHHS Board Chair to execute an Executive Employment Agreement between Cook County, through CCHHS, and Dr. John Jay Shannon for the position of Chief Executive Officer of CCHHS. THE MOTION CARRIED UNANIMOUSLY.

Chairman Carvalho and the Board congratulated Dr. Shannon; they expressed their profound confidence in Dr. Shannon and their gratitude to him for accepting the position.

Dr. Shannon stated that he is both proud and humble to be taking on this responsibility. He looks forward to being successful in this role with everyone's help.

V. Report from Chairman of the Board

Yesterday at the Commercial Club of Chicago's annual meeting, Chairman Carvalho had an opportunity to share an update on the Affordable Care Act (ACA) and implementation activities at the System. He talked about the plan for transformation that the System has been under and weighed in on the activities of the last year or more. There is an activity of the Commercial Club called the Civic Consulting Alliance (CCA), which marshals pro-bono services of the business community to put in service to mostly public entities in the City. The transformation plan for CCHHS is something that CCA has also adopted as a volunteer charitable activity; more than twenty entities over the last year and a half have donated pro-bono time. Some contributions have been made in ways that are quite apparent to the Board, and some of the services are less apparent, because the services have been provided at the disposal of the CEO, and involve working on small and important pieces of the transformation, such as improving the patient experience. He noted that CCHHS' former CEO, Dr. Ram Raju, presented a report on some of those activities approximately six months ago. At the Commercial Club's annual meeting, they wanted to highlight to their membership the achievements resulting from the pro-bono services provided. The panel included Dr. Larry Goodman, President and CEO of Rush University Medical Center; Brian Fabes, who is the head of CCA; and Chairman Carvalho. Dr. Goodman was at one point the medical director for Stroger Hospital in the 1990's; he was also the chair of a committee in the early 2000's that led to the recommendation by United States Senator Richard Durbin and others that a System Board should be created. Dr. Goodman made a presentation and Chairman Carvalho offered some information, as well. Chairman Carvalho added that there were several Board Members present.

Chairman Carvalho stated that the July Board Meeting is the organizational annual meeting; at this meeting, elections of Chair and Vice-Chair are held and committee appointments are made. He stated that the current committee appointments will continue through the month leading up to the July Meeting, but at the July Board Meeting, he expected that there will either be a renewal or re-shuffling of the committees, depending on the Directors' preferences. He has asked the Secretary to circulate a message that asks the Directors to provide their preferences for assignments – he plans to take that information and do his best job to balance out interests and the needs of the several committees.

VI. Report from Chief Executive Officer (Attachment #1)

Dr. Shannon provided an update on the following subjects: Leadership Development Program; 2015 Cook County Budget; Monthly Leadership Forum Meetings; Recruitment Update; Media Update; Calendar Events; and Employee Recognition.

During the presentation of his report, Dr. Shannon recognized Dr. Robert Weinstein, Chairman of the Department of Medicine. He stated that Dr. Weinstein will be stepping down from some of his formal roles under the Department of Medicine – he is not leaving the organization, but will transition to voluntary status and will continue to be engaged with the organization. Dr. Shannon and the Board thanked Dr. Weinstein for his exemplary achievements.

VII. Closed Meeting Items

- A. Claims and Litigation**
- B. Discussion of personnel matters**
- C. Recruitment of Permanent Chief Executive Officer for the Cook County Health and Hospitals System**
- D. **Minutes of the Human Resources Committee Meeting, June 20, 2014**
- E. **Minutes of the Audit and Compliance Committee Meeting, June 23, 2014**

Director Butler, seconded by Director Gugenheim, moved to recess the open meeting and convene into a closed meeting, pursuant to the following exceptions to the Illinois Open Meetings Act: 5 ILCS 120/2(c)(1), regarding “the appointment, employment, compensation, discipline, performance, or dismissal of specific employees of the public body or legal counsel for the public body, including hearing testimony on a complaint lodged against an employee of the public body or against legal counsel for the public body to determine its validity,” 5 ILCS 120/2(c)(2), regarding “collective negotiating matters between the public body and its employees or their representatives, or deliberations concerning salary schedules for one or more classes of employees,” 5 ILCS 120/2(c)(11), regarding “litigation, when an action against, affecting or on behalf of the particular body has been filed and is pending before a court or administrative tribunal, or when the public body finds that an action is probable or imminent, in which case the basis for the finding shall be recorded and entered into the minutes of the closed meeting,” 5 ILCS 120/2(c)(12), regarding “the establishment of reserves or settlement of claims as provided in the Local Governmental and Governmental Employees Tort Immunity Act, if otherwise the disposition of a claim or potential claim might be prejudiced, or the review or discussion of claims, loss or risk management information, records, data, advice or communications from or with respect to any insurer of the public body or any intergovernmental risk management association or self insurance pool of which the public body is a member,” 5 ILCS 120/2(c)(17), regarding “the recruitment, credentialing, discipline or formal peer review of physicians or other health care professionals for a hospital, or other institution providing medical care, that is operated by the public body,” and 5 ILCS 120/2(c)(29), regarding “meetings between internal or external auditors and governmental audit committees, finance committees, and their equivalents, when the discussion involves internal control weaknesses, identification of potential fraud risk areas, known or suspected frauds, and fraud interviews conducted in accordance with generally accepted auditing standards of the United States of America.”

VII. Closed Meeting Items (continued)

On the motion to recess the open meeting and convene into a closed meeting, a roll call was taken, the votes of yeas and nays being as follows:

Yeas: Chairman Carvalho, Vice Chairman Ramirez and Directors Butler, Collens, Gugenheim, Hammock, Lerner, Morris, Muñoz, Velasquez and Wiese (11)

Nays: None (0)

Absent: None (0)

THE MOTION CARRIED UNANIMOUSLY.

Chairman Carvalho declared that the closed meeting was adjourned. The Board reconvened into the open meeting.

VIII. Adjourn

As the agenda was exhausted, Chairman Carvalho declared that the meeting was ADJOURNED.

Respectfully submitted,
Board of Directors of the
Cook County Health and Hospitals System

XXXXXXXXXXXXXXXXXXXXXXXXXXXX
David Carvalho, Chairman

Attest:

XXXXXXXXXXXXXXXXXXXXXXXXXXXX
Deborah Santana, Secretary

Cook County Health and Hospitals System
Board of Directors Meeting Minutes
June 27, 2014

ATTACHMENT #1



JOHN JAY SHANNON, MD
INTERIM CHIEF EXECUTIVE OFFICER
COOK COUNTY HEALTH AND HOSPITALS SYSTEM
REPORT TO THE BOARD OF DIRECTORS
JUNE 27, 2014

- The second cohort of 11 employees graduated from the CCHHS Leadership Development Program on Wednesday, June 25th. The nearly three month program was designed to help managers focus on the delivery of relationship-based care to our patients and build strong relationships with staff. All of the managers support the system's vision to create excellent patient experiences. And we are excited to see the changes and improvements they will bring to the system in the coming years. The third cohort will be launched in the fall.
- The 2015 Cook County budget process continues. President Preckwinkle released her preliminary budget on Thursday, June 26th. The FY2015 projected shortfall is \$168.9 million. President Preckwinkle noted that the impact of CountyCare, is a significant driver of changes in the county's fiscal outlook from 2014 to 2015.

The County is also projecting a 2014 year-end shortfall of \$85.9 million, \$67 million of which is in the Health Fund. We have identified several measures to begin to address the shortfall including expanded utilization review, applying for additional pharmacy discounts, and seeking additional federal reimbursements for certain administrative costs.

- A monthly Leadership Forum for directors and managers system-wide was held on June 18th. Topics discussed included the budget, CountyCare finances and the importance of improving the patient experience.
- As reported at the HR Committee last month, the prioritization of hiring is beginning to yield results. In June we are scheduled to fill 113 vacancies. We have hired 26 external nurses this month.
- The Cook County Health and Hospitals System and the Captain James A. Lovell Federal Health Care Center created a new training partnership that will embed active duty Navy medical personnel in the Cook County Trauma & Burn Unit. The program, called the Cook County Trauma Experience (CCTE), will allow Navy surgeons, nurses and enlisted hospital corpsmen to work alongside Cook County trauma surgeons and nurses as they treat patients in the John H. Stroger Jr. Hospital of Cook County. (Front page Tribune article attached.)

Calendar Events

CCHHS employees have participated in a variety of health fairs and picnics across Cook County in recent weeks. Many of these events will increase during the summer months. CountyCare enrollment is promoted at all the events and health screenings are provided at many, including:

- The Teamsters' 6th Annual Family Health Day in Tinley Park and First Tabernacle Community Church's 3rd Annual Community Outreach & Wellness Fair in Chicago.
- The Division of Endocrinology participated in the Greater Chicago Food Depository's Hunger Walk.
- The Mexican Consulate's Ventanilla de Salud, 10th Anniversary and Fiestas Puertorriquenas.

Our health centers are also leading the charge:

- The Fantus and Austin Health Centers participated in the Garfield Park Resource Fair. The Prieto Health Center participated in the Erie House Neighborhood Festival.
- We had a successful **"Step Up and Get Tested"** campaign led by the CORE Center. Close to 200 tests were administered by the Department of Family Medicine at an event hosted on the Stroger campus earlier this month.

And coming up this weekend, CCHHS will participate in:

- **The Gospel Festival** at Ellis Park, where we will provide glucose, blood pressure, body mass index and body composition screenings.
- **At the Pride Parade** we will have a double decker bus and about 70 system employees plan to walk alongside it on the parade route in support of the system and promoting healthy behavior.

Employee Recognition

As many of you know, **Dr. Bob Weinstein** will be retiring from his post as Chairman, Department of Medicine effective June 30. However, he is not leaving us. He is just transitioning into a new role. As a voluntary attending he will continue to be engaged in care at the health system.

Dr. Weinstein lives the mission of CCHHS. He joined the CCHHS family in 1994 and has played a key role in patient care, teaching and discovery within the system. His contributions to the healthcare industry span the nation and even the world. While his work in infectious disease, in addition to his collaborations with the institutions such as the Centers for Disease Control are impressive, they are second to his commitment to our patients, particularly those we serve at CORE. Bob has published nearly 300 articles, authored more than 50 book chapters, presented more than 240 abstracts, led or participated in more than \$20 million in research activities and we suspect he is not finished.

Dr. Weinstein will retain the role of Research Integrity Officer (RIO), continue to participate in infectious disease rounds as a voluntary attending, and remain the PI for CDC grants.

Dr. Suja Mathew will serve as the Interim Chair in the Department of Medicine for Stroger Hospital and CCHHS while we search for a permanent replacement.

Additionally, I'm pleased to announce that Dr. David Schwartz will assume administrative responsibility for HIV care throughout CCHHS, including the Ruth M. Rothstein CORE Center, upon Dr. Weinstein's retirement.

Please join us for a reception in Dr. Weinstein's honor in the second floor lobby at 2:30 p.m. today.